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BOEING AIRPLANE COMPANY

Notice of Annual Meeting of Stockholders

APRIL 21, 1942

To the Stockholders:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Boeing Airplane Company will be held on Tuesday, April 21, 1942, at 11:00 o'clock A.M., at the office of the Company at 7755 East Marginal Way, Seattle, Washington, for the purpose of electing a Board of Directors and for the transaction of such other business as may properly come before the meeting.

Pursuant to the By-Laws, the Board of Directors has fixed the close of business March 27, 1942, as the record date for the determination of the holders of the stock of the Company entitled to vote at the meeting.

So far as the management is at present aware, no business will come before the meeting other than the election of Directors.

HAROLD E. BOWMAN,
Secretary.

Seattle, Washington,
March 14, 1942.

If you cannot be present at the meeting personally, it is suggested by the management that you execute and return the enclosed Proxy in favor of P. G. JOHNSON, DARRAH CORBET and DIETRICH SCHMITZ, being the President and two other directors of the Company.

BOEING AIRPLANE COMPANY

ANNUAL MEETING OF STOCKHOLDERS APRIL 21, 1942

Proxy Statement

Pursuant to the regulations of the Securities and Exchange Commission the following statement is made in connection with the solicitation of the enclosed proxy.

At the date of this statement the only business which the management intends to present or knows that others will present at the annual meeting to be held April 21, 1942, is the election of nine Directors.

It is expected that the proxies will be voted in favor of the persons named below for the office of Director of the Company, all of said persons being Directors of the Company at the present time. (The data as to amount of stock owned by each nominee is given as of March 1, 1942.)

P. G. JOHNSON is President of the Company and President of Boeing Aircraft Company and is the beneficial owner of 2500 shares of stock of the Company.

CLAIRE L. EGTVEDT is Chairman of the Company and Chairman of Boeing Aircraft Company and is the beneficial owner of 5833 shares of stock of the Company.

WILLIAM M. ALLEN is a member of the firm of Todd, Holman, Sprague & Allen, General Counsel for the Company and for Boeing Aircraft Company, and is the beneficial owner of 305 shares of stock of the Company.

HAROLD E. BOWMAN is Secretary and Treasurer of the Company and Secretary and Treasurer of Boeing Aircraft Company and is the beneficial owner of 100 shares of stock of the Company.

DARRAH CORBET is President of Smith Cannery Machines Company and is the beneficial owner of 100 shares of stock of the Company.

FRED P. LAUDAN is Vice-President of Boeing Aircraft Company and is the beneficial owner of 319 shares of stock of the Company.

J. E. SCHAEFER is a Vice-President of the Company and is the beneficial owner of 100 shares of stock of the Company.

DIETRICH SCHMITZ is President of Washington Mutual Savings Bank and is the beneficial owner of 500 shares of stock of the Company.

H. O. WEST is Executive Vice-President of the Company and Executive Vice-President of Boeing Aircraft Company and is the beneficial owner of 100 shares of stock of the Company.

P. G. Johnson received during the last fiscal year as President and General Manager of Boeing Aircraft Company, \$20,000; Claire L. Egtvedt received during the last fiscal year as Chairman of Boeing Aircraft Company, \$20,000; H. O. West received during such fiscal year as Executive Vice-President of Boeing Aircraft Company, \$16,000. The aggregate amount of remuneration paid during the last fiscal year by the Company and its subsidiaries to the directors and officers of the Company was \$106,703. The firm of Todd, Holman, Sprague & Allen, of which William M. Allen is a member, received as general counsel for services rendered the Company during the last fiscal year the sum of \$11,750, and received as general counsel for services rendered Boeing Aircraft Company during such fiscal year the sum of \$23,600.

The enclosed proxy is solicited by the present management of the Company. The proxy may be revoked by the stockholder. No compensation is being paid or will be paid for soliciting proxies, but all expense of soliciting proxies for this annual meeting, including clerical work, printing and postage, will be paid by the Company.

